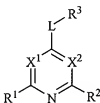


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

1 (currently amended): A compound of Formula I:



I

or a pharmaceutically acceptable salt, ~~a hydrate, a solvate~~ or an isomer, in which:

X¹ and X² are independently selected from the group consisting of -N= and -CR⁴=, wherein R⁴ is hydrogen or C₁₋₄alkyl;

L is selected from the group consisting of a bond, -O- and -NR⁵-, wherein R⁵ is hydrogen or C₁₋₄alkyl;

R² is selected from the group consisting of hydrogen, halo, amino, C₁₋₄alkyl, halo-substituted C₁₋₄alkyl, C₁₋₄alkoxy and halo-substituted C₁₋₄alkoxy; and

R³ is selected from the group consisting of:

C₃₋₈heterocycloalkyl-C₀₋₄alkyl, C₅₋₁₀heteroaryl-C₀₋₄alkyl and C₆₋₁₀aryl-C₀₋₄alkyl, wherein any the alkyl group is optionally substituted with 1 to 3 radicals selected from the group consisting of hydroxy, halo and amino; and any the aryl, heteroaryl or heterocycloalkyl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of hydroxy-C₁₋₆alkyl, phenyl, C₃₋₈heterocycloalkyl, -X³C(O)NR⁸R⁸, -X³C(O)NR⁸R⁹, -X³C(O)R⁹, -X³S(O)NR⁸R⁸, -X³NR⁸R⁹, -X³NR⁸R⁸, -X³S(O)₂NR⁸R⁸, -X³S(O)₂R⁸, -X³S(O)₂R⁹, -X³SNR⁸R⁸, -X³ONR⁸R⁸, -X³C(O)R⁸, -X³NR⁸C(O)R⁸, -X³NR⁸S(O)₂R⁸, -X³S(O)₂NR⁸R⁹, X³NR⁸S(O)₂R⁹, -X³NR⁸C(O)R⁹, -X³NR⁸C(O)NR⁸R⁹, -X³NR⁸C(O)NR⁸R⁸, -X³C(O)OR⁸, =NOR⁸, -X³NR⁸OR⁸, -X³NR⁸(CH₂)₁₋₄NR⁸R⁸, -X³C(O)NR⁸(CH₂)₁₋₄NR⁸R⁸, -X³C(O)NR⁸(CH₂)₁₋₄R⁹,

$-X^3C(O)NR^8(CH_2)_{1-4}OR^9$, $-X^3O(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^8$ and $X^3NR^8(CH_2)_{1-4}R^9$;
and

$C_{6-10}aryl-C_{0-4}alkyl$ the aryl is substituted with 1 to 3 radicals independently selected from the group consisting of hydroxy- $C_{1-6}alkyl$, phenyl, $C_{3-8}heterocycloalkyl$, $-X^3C(O)NR^8R^8$, $-X^3C(O)NR^8R^9$, $-X^3C(O)R^9$, $-X^3S(O)NR^8R^8$, $-X^3NR^8R^9$, $-X^3NR^8R^8$, $-X^3S(O)_2NR^8R^8$, $-X^3S(O)_2R^8$, $-X^3S(O)_2R^9$, $-X^3SNR^8R^8$, $-X^3ONR^8R^8$, $-X^3C(O)R^8$, $-X^3NR^8C(O)R^8$, $-X^3NR^8S(O)_2R^8$, $-X^3S(O)_2NR^8R^9$, $X^3NR^8S(O)_2R^9$, $-X^3NR^8C(O)R^9$, $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$, $=NOR^8$, $-X^3NR^8OR^8$, $-X^3NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}R^9$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^9$, $-X^3O(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^8$ and $X^3NR^8(CH_2)_{1-4}R^9$; wherein X^3 is a bond or $C_{1-4}alkylene$;

wherein phenyl can be further substituted by a radical selected from $-NR^8R^8$ or $-C(O)NR^8R^8$; ~~X^2 is as described above;~~ R^8 is hydrogen, $C_{1-6}alkyl$, hydroxy- $C_{1-6}alkyl$ or $C_{2-6}alkenyl$; and R^9 is hydroxy, $C_{6-10}aryl-C_{0-4}alkyl$, $C_{6-10}aryl-C_{0-4}alkyloxy$, $C_{5-10}heteroaryl-C_{0-4}alkyl$, $C_{3-8}heterocycloalkyl-C_{0-4}alkyl$ or $C_{3-8}cycloalkyl$; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R^9 is further optionally substituted by up to 2 radicals selected from the group consisting of halo, hydroxy, cyano, amino, nitro, $C_{1-4}alkyl$, hydroxy- $C_{1-6}alkyl$, halo-substituted $C_{1-4}alkyl$, $C_{1-4}alkoxy$, halo-substituted $C_{1-4}alkoxy$, halo-alkyl-substituted-phenyl, benzoxy, $C_{5-9}heteroaryl$, $C_{3-8}heterocycloalkyl$, $-C(O)NR^8R^8$, $-S(O)_2NR^8R^8$, $-NR^8R^8$, $-C(O)R^{10}$ and $-NR^{11}R^{11}$, wherein R^{10} is $C_{5-6}heteroaryl$ and R^{11} is hydroxy- $C_{1-4}alkyl$; and

$-X^3NR^8R^8$, wherein R^8 is hydroxy- $C_{1-6}alkyl$ or $C_{2-6}alkenyl$;

i) when X^1 is $-N=$ and X^2 is $-CR^4$

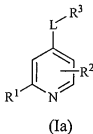
R^1 is selected from the group consisting of $-X^3NR^6R^7$ and $-X^3OR^7$ wherein X^3 is a bond or $C_{1-4}alkylene$, R^6 is hydrogen or $C_{1-4}alkyl$ and R^7 is selected from the group consisting of $C_{6-10}aryl$ and $C_{5-6}heteroaryl$; wherein any the aryl or heteroaryl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino, $C_{1-4}alkyl$,

halo-substituted C₁₋₄alkyl, C₁₋₄alkoxy and halo-substituted C₁₋₄alkoxy and R² is hydrogen, amino, alkoxy, haloalkoxy;

ii) when X¹ is -CR⁴, X² is -N=

R¹ is selected from the group consisting of -X³NR⁶R⁷, -X³OR⁷ and -X³C₆₋₁₀aryl, wherein X³ is a bond or C₁₋₄alkylene, R⁶ is hydrogen or C₁₋₄alkyl and R⁷ is selected from the group consisting of C₆₋₁₀aryl and C₅₋₆heteroaryl; wherein any the aryl or heteroaryl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino, C₁₋₄alkyl, halo-substituted C₁₋₄alkyl, C₁₋₄alkoxy and halo-substituted C₁₋₄alkoxy and R² is hydrogen, amino, alkoxy, haloalkoxy.

2 (withdrawn and currently amended): The compound[[s]] of claim 1 of
Formula Ia:



in which

L is a bond;

R¹ is selected from the group consisting of -NHR⁷, -OR⁷ and -R⁷, wherein R⁷ is phenyl or pyridinyl, optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino, C₁₋₄alkyl, halo-substituted C₁₋₄alkyl, C₁₋₄alkoxy and halo-substituted C₁₋₄alkoxy;

R² is hydrogen or C₁₋₄alkyl; and

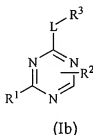
R³ is C₆₋₁₀aryl-C₀₋₄alkyl, optionally substituted with 1 to 3 radicals independently selected from the group consisting of -C(O)NR⁸R⁸, -C(O)NR⁸R⁹, -C(O)R⁹ and -C(O)NR⁸(CH₂)₂NR⁸R⁸, wherein R⁸ is hydrogen, C₁₋₆alkyl or hydroxy-C₁₋₆alkyl; and R⁹ is C₃₋₈heterocycloalkyl-C₀₋₄alkyl, optionally substituted by -C(O)NR⁸R⁸.

3 (withdrawn and currently amended): The compound[[s]] of claim 2 in which R^1 is $-NHR^7$, wherein R^7 is phenyl substituted with halo-substituted C_{1-4} alkyl or halo-substituted C_{1-4} alkoxy;

R^2 is hydrogen; and

R^3 is phenyl substituted with $-C(O)NH(CH_2)_2OH$, $-C(O)NHR^9$, $-C(O)R^9$ or $-NH(CH_2)_2N(CH_3)_2$, wherein R^9 is morpholino-ethyl or piperidinyl, substituted with $-C(O)NH_2$.

4 (withdrawn and currently amended): The compound[[s]] of claim 1 of Formula Ib;



in which

L is a bond;

R^1 is selected from the group consisting of $-NHR^7$, $-OR^7$ and $-R^7$, wherein R^7 is phenyl or pyridinyl optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino, C_{1-4} alkyl, halo-substituted C_{1-4} alkyl, C_{1-4} alkoxy and halo-substituted C_{1-4} alkoxy;

R^2 is hydrogen or C_{1-4} alkyl; and

R^3 is selected from C_{5-6} heteroaryl- C_{0-4} alkyl or C_{6-10} aryl- C_{0-4} alkyl; wherein any the aryl or heteroaryl is optionally substituted with 1 to 3 radicals selected from the group consisting of C_{3-8} heterocycloalkyl, $-C(O)NR^8R^8$, $-C(O)NR^8R^9$, $-C(O)R^9$, $-NR^8R^9$ and $-NR^8(CH_2)_2NR^8R^8$, wherein R^8 is hydrogen, C_{1-6} alkyl or hydroxy- C_{1-6} alkyl; and R^9 is C_{6-10} aryl- C_{0-4} alkyl, C_{5-10} heteroaryl- C_{0-4} alkyl, C_{3-8} heterocycloalkyl- C_{0-4} alkyl or C_{3-8} cycloalkyl; wherein any the aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R^9 is further optionally substituted by up to 2

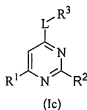
radicals selected from the group consisting of hydroxy, C₁₋₄alkyl, hydroxy-C₁₋₆alkyl, C₃₋₈heterocycloalkyl, -C(O)NR⁸R⁸ and -S(O)₂NR⁸R⁸.

5 (withdrawn and currently amended): The compound[[s]] of claim 4 in which R¹ is -NHR⁷, wherein R⁷ is phenyl substituted with halo-substituted C₁₋₄alkyl or halo-substituted C₁₋₄alkoxy;

R² is hydrogen; and

R³ is pyridinyl or phenyl, optionally substituted with 1 to 3 radicals selected from the group consisting of -C(O)NH(CH₂)₂OH, -C(O)NHCH(C₃H₇)₂CH₂OH, -C(O)NH(CH₂)₂CH₃, -C(O)N(CH₃)₂, -C(O)NH(CH₂)₂N(CH₃)₂, -C(O)NHR⁹, -C(O)N(C₂H₅)R⁹ and -C(O)R⁹, wherein R⁹ is phenyl, phenethyl, pyridinyl, pyrrolidinyl, piperidinyl, morpholino or morpholino-ethyl; wherein ~~any~~ the aryl, heteroaryl, heterocycloalkyl or alkyl of R⁹ is further optionally substituted by up to 2 radicals selected from the group consisting of hydroxy, C₁₋₄alkyl, -CH₂OH, -(CH₂)₂OH, pyrrolidinyl, piperazinyl, -C(O)NH₂, -C(O)N(C₂H₅)₂ and -S(O)₂NH₂.

6 (currently amended): The compound[[s]] of claim 1 of Formula Ic:



in which

L is a bond, -NH-, -N(C₂H₅)- or -O-;

R¹ is selected from the group consisting of -NHR⁷, -OR⁷ and phenyl, wherein R⁷ is phenyl or pyridinyl, optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino, C₁₋₄alkyl, halo-substituted C₁₋₄alkyl, C₁₋₄alkoxy and halo-substituted C₁₋₄alkoxy; and

R² is hydrogen or C₁₋₄alkyl; and

R^3 is selected from the group consisting of: C_{3-8} heterocycloalkyl- C_{0-4} alkyl and C_{5-10} heteroaryl- C_{0-4} alkyl, wherein the alkyl group is optionally substituted with 1 to 3 radicals selected from the group consisting of hydroxy, halo and amino; the heteroaryl or heterocycloalkyl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of hydroxy- C_{1-6} alkyl, phenyl, C_{3-8} heterocycloalkyl, $-X^3C(O)NR^8R^8$, $-X^3C(O)NR^8R^9$, $-X^3C(O)R^9$, $-X^3S(O)NR^8R^8$, $-X^3NR^8R^9$, $-X^3NR^8R^8$, $-X^3S(O)_2NR^8R^8$, $-X^3S(O)_2R^8$, $-X^3S(O)_2R^9$, $-X^3SNR^8R^8$, $-X^3ONR^8R^8$, $-X^3C(O)R^8$, $-X^3NR^8C(O)R^8$, $-X^3NR^8S(O)_2R^8$, $-X^3S(O)_2NR^8R^9$, $X^3NR^8S(O)_2R^9$, $-X^3NR^8C(O)R^9$, $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$, $-X^3C(O)OR^8$, $=NOR^8$, $-X^3NR^8OR^8$, $-X^3NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}R^9$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^9$, $-X^3O(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^8$ and $X^3NR^8(CH_2)_{1-4}R^9$; and the aryl is substituted with 1 to 3 radicals independently selected from the group consisting of hydroxy- C_{1-6} alkyl, phenyl, C_{3-8} heterocycloalkyl, $-X^3C(O)NR^8R^8$, $-X^3C(O)NR^8R^9$, $-X^3C(O)R^9$, $-X^3S(O)NR^8R^8$, $-X^3NR^8R^9$, $-X^3NR^8R^8$, $-X^3S(O)_2NR^8R^8$, $-X^3S(O)_2R^8$, $-X^3S(O)_2R^9$, $-X^3SNR^8R^8$, $-X^3ONR^8R^8$, $-X^3C(O)R^8$, $-X^3NR^8C(O)R^8$, $-X^3NR^8S(O)_2R^8$, $-X^3S(O)_2NR^8R^9$, $X^3NR^8S(O)_2R^9$, $-X^3NR^8C(O)R^9$, $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$, $=NOR^8$, $-X^3NR^8OR^8$, $-X^3NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}R^9$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^9$, $-X^3O(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}OR^8$ and $X^3NR^8(CH_2)_{1-4}R^9$.

7 (currently amended): The compound[[s]] of claim 6 in which

L is a bond; and

R^3 is selected from the group consisting of C_{3-8} heterocycloalkyl- C_{0-4} alkyl and C_{5-10} heteroaryl- C_{0-4} alkyl; wherein any the aryl, heteroaryl or heterocycloalkyl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, nitro, C_{1-4} alkyl, hydroxy- C_{1-6} alkyl, C_{1-4} alkoxy, C_{3-8} heterocycloalkyl, $-X^3C(O)NR^8R^8$, $-X^3C(O)NR^8R^9$, $-X^3NR^8R^8$, $-X^3S(O)_2NR^8R^8$, $-X^3S(O)_2R^8$, $-X^3S(O)_2R^9$, $-X^3C(O)R^8$, $-X^3NR^8C(O)R^8$, $-X^3NR^8S(O)_2R^8$, $-X^3S(O)_2NR^8R^9$, $-X^3NR^8S(O)_2R^9$, $-X^3NR^8C(O)R^9$, $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$, $-X^3C(O)OR^8$, $=NOR^8$, $-X^3NR^8(CH_2)_{1-4}NR^8R^8$,

$-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$ and $-X^3O(CH_2)_{1-4}NR^8R^8$; or C_{6-10} aryl- C_{0-4} alkyl substituted with 1-3 radicals independently selected from the group consisting of hydroxy- C_{1-6} alkyl, C_{3-8} heterocycloalkyl, $-X^3C(O)NR^8R^8$, $-X^3C(O)NR^8R^9$, $-X^3NR^8R^9$, $-X^3NR^8R^8$, $-X^3S(O)_2NR^8R^8$, $-X^3S(O)_2R^8$, $-X^3S(O)_2R^9$, $-X^3C(O)R^8$, $-X^3NR^8C(O)R^8$, $-X^3NR^8S(O)_2R^8$, $-X^3S(O)_2NR^8R^9$, $-X^3NR^8S(O)_2R^9$, $-X^3NR^8C(O)R^9$, $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$, $=NOR^8$, $-X^3NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$ and $-X^3O(CH_2)_{1-4}NR^8R^8$; R^8 is hydrogen, C_{1-6} alkyl or hydroxy- C_{1-6} alkyl; R^9 is C_{6-10} aryl- C_{0-4} alkyl, C_{6-10} aryl- C_{0-4} alkyloxy, C_{5-10} heteroaryl- C_{0-4} alkyl, C_{3-8} heterocycloalkyl- C_{0-4} alkyl or C_{3-8} cycloalkyl; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R^9 is further optionally substituted by up to 2 radicals selected from the group consisting of halo, hydroxy, cyano, nitro, C_{1-4} alkyl, hydroxy- C_{1-6} alkyl, halo-substituted C_{1-4} alkyl, C_{1-4} alkoxy, halo-alkyl-substituted-phenyl, benzoxo, C_{5-9} heteroaryl, C_{3-8} heterocycloalkyl, $-C(O)NR^8R^8$, $-S(O)_2NR^8R^8$, $-NR^8R^8$ and $-C(O)R^{10}$, wherein R^{10} is C_{5-6} heteroaryl.

8 (currently amended): The compound[[s]] of claim 7 in which R^3 is selected from the group consisting of morpholino, 1,4-dioxo-8-aza-spiro[4.5]dec-8-yl, 4-oxo-piperidin-1-yl, piperazinyl, pyrrolidinyl, pyridinyl, naphthyl, thiophenyl, benzofuran-2-yl, benzo[1,3]dioxolyl, piperidinyl, pyrazinyl, pyrimidinyl, imidazolyl, pyrazolyl and 1H-benzimidazolyl; wherein any the aryl, heteroaryl or heterocycloalkyl is optionally substituted with 1 to 2 radicals independently selected from the group consisting of chloro, methyl, ethyl, hydroxymethyl, methoxy, $-C(O)OH$, $-C(O)H$, $-C(O)OCH_3$, $-C(O)N(C_2H_5)_2$, $-C(O)N(CH_3)_2$, $-C(O)NHCH_3$, $-S(O)_2NH_2$, $-S(O)_2CH_3$, chloro, $-NH_2$, $-C(O)CH_3$, $=NOCH_3$, $-NH(CH_2)_2N(CH_3)_2$, $-NH(CH_2)_3NH_2$, $-NH(CH_2)_2OH$, $-C(O)NH(CH_2)_2N(CH_3)_2$, $-NHR^9$, $-O(CH_2)_2N(CH_3)_2$, morpholino, piperazinyl, $-NHC(O)CH_3$, $-NHC(O)NHC_4H_9$, $-C(O)NHC_4H_9$, $-C(O)NHC_3H_7$, $-C(O)NHC_5H_{10}OH$, $-C(O)N(C_2H_4OH)_2$, $-C(O)NHC_2H_4OH$, $-C(O)NH(CH_2)_2OH$, $-NHC(O)R^9$, $-C(O)NHR^9$, $-NHC(O)NHR^9$, $-C(O)R^9$, $-NHS(O)_2C_4H_9$, $-NHS(O)_2CH_3$, $-NHS(O)_2R^9$, $-S(O)_2R^9$, $-S(O)_2NHR^9$, $-C(O)NH_2$ and $-C(O)NH(CH_2)_2N(CH_3)_2$; or phenyl substituted with 1 to 2 radicals independently selected from the group consisting of

hydroxymethyl, -C(O)OH, -C(O)H, -C(O)N(C₂H₅)₂, -C(O)N(CH₃)₂, -C(O)NHCH₃, -S(O)₂NH₂, -S(O)₂CH₃, -NH₂, -C(O)CH₃, =NOCH₃, -NH(CH₂)₂N(CH₃)₂, -NH(CH₂)₃NH₂, -NH(CH₂)₂OH, -C(O)NH(CH₂)₂N(CH₃)₂, -NHR⁹, -O(CH₂)₂N(CH₃)₂, morpholino, piperaziny, -NHC(O)CH₃, -NHC(O)NHC₄H₉, -C(O)NHC₄H₉, -C(O)NHC₃H₇, -C(O)NHC₅H₁₀OH, -C(O)N(C₂H₄OH)₂, -C(O)NHC₂H₄OH, -C(O)NH(CH₂)₂OH, -NHC(O)R⁹, -C(O)NHR⁹, -NHC(O)NHR⁹, -C(O)R⁹, -NHS(O)₂C₄H₉, -NHS(O)₂CH₃, -NHS(O)₂R⁹, -S(O)₂R⁹, -S(O)₂NHR⁹, -C(O)NH₂ and -C(O)NH(CH₂)₂N(CH₃)₂; R⁹ is phenethyl, 2-phenoxy-ethyl, 1H-imidazolyl-propyl, pyridinyl, pyridinyl-methyl, quinolinyl, morpholino, piperidinyl, piperaziny, pyrrolidinyl, tetrahydro-furan-2-ylmethyl, furan-2-ylmethyl, thiazol-2-ylmethyl, benzo[1,3]dioxol-5-ylmethyl, benzo[1,3]dioxol-5-yl, 3-(2-oxo-pyrrolidin-1-yl)-propyl, 3-imidazol-1-yl-propyl, 3H-pyrazol-3-yl, morpholino-ethyl, phenyl, thiophenyl-methyl, benzyl, cyclohexyl or furan-2-ylmethyl; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R⁹ is further optionally substituted by up to 2 radicals selected from hydroxy-methyl, hydroxy-ethyl, isobutyl, nitro, amino, hydroxyl, methoxy, trifluoromethoxy, cyano, isopropyl, methyl, ethyl, chloro, fluoro, pyridinyl, morpholino, phenoxy, pyrrolidinyl, trifluoromethyl, trifluoromethyl-substituted-phenyl, -N(CH₃)₂, -C(O)NH₂, -S(O)₂NH₂, -C(O)N(CH₃)₂, cyano or -C(O)R¹⁰; and R¹⁰ is furanyl.

9 (currently amended): The compound[[s]] of claim 6 in which

L is -NH-, -N(C₂H₅)- or -O-; and

R³ is C₅₋₁₀heteroaryl-C₀₋₄alkyl, wherein any the aryl or heteroaryl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of C₁₋₄alkoxy, C₃₋₈heterocycloalkyl, -X³C(O)NR⁸R⁸, -X³S(O)₂NR⁸R⁸, -X³NR⁸C(O)R⁸ and -X³NR⁸C(O)NR⁸R⁹; or C₆₋₁₀aryl-C₀₋₄alkyl substituted with 1 to 3 radicals independently selected from the group consisting of C₃₋₈heterocycloalkyl, -X³C(O)NR⁸R⁸, -X³S(O)₂NR⁸R⁸, -X³NR⁸C(O)R⁸ and -X³NR⁸C(O)NR⁸R⁹; R⁸ is hydrogen or C₁₋₆alkyl; and R⁹ is C₆₋₁₀aryl-C₀₋₄alkyl optionally substituted by up to 2 halo-substituted C₁₋₄alkyl radicals.

10 (currently amended): The compound[[s]] of claim 9 in which R³ is selected from the group consisting of quinolinyl and pyridinyl; wherein ~~any~~ the aryl or heteroaryl is optionally substituted with 1 to 2 radicals independently selected from the group consisting of morpholino, methoxy, -C(O)NH₂, -NHC(O)NHR⁹ and -S(O)₂NH₂; or phenyl substituted with 1 to 2 radicals independently selected from the group consisting of morpholino, -C(O)NH₂, -NHC(O)NHR⁹ and -S(O)₂NH₂; and R⁹ is phenyl substituted by trifluoromethyl.

11 (currently amended): A pharmaceutical composition ~~for the treatment of tumors in warm-blooded animal~~, comprising an effective amount of a compound of claim 1 and a pharmaceutically acceptable carrier or excipient.

12 (previously presented): A method of treating a subject suffering from leukemia, said method comprising administering to the subject in need of such treatment an effective amount of a compound of claim 1, wherein said compound of claim 1 inhibits Bcr-abl.

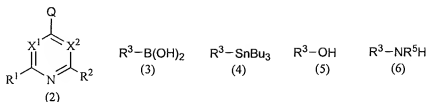
13-14 (cancelled)

15 (currently amended): A method of inhibiting Bcr-abl activity, the method comprising contacting Bcr-abl with a compound of claim 1 ~~that binds to a myristoyl-binding pocket of Bcr-abl~~.

16 (original): The method of claim 15, wherein the compound is a compound of claim 1.

17 (previously presented): A process for preparing a compound of claim 1, said process comprising:

(a) reacting a compound of Formula 2 with a compound of Formula 3, 4, 5 or 6 in the presence of a catalyst or a base:

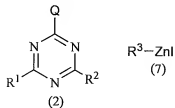


in which X^1 , X^2 , R^1 , R^2 , R^3 and R^5 are as defined for Formula I above with the proviso that R^2 is not halo, halo-substituted C_{1-4} alkyl or halo-substituted C_{1-4} alkoxy when said step (a) comprises reacting a compound of Formula 2 with a compound of Formula 3 or 4 and Q represents a fluoro, chloro, bromo or iodo; or

- (b) optionally converting a compound of the invention into a pharmaceutically acceptable salt;
- (c) optionally converting a salt form of a compound of the invention to a non-salt form;
- (d) optionally converting an unoxidized form of a compound of the invention into a pharmaceutically acceptable N-oxide;
- (e) optionally converting an N-oxide form of a compound of the invention to its unoxidized form; and
- (f) optionally resolving an individual isomer of a compound of the invention from a mixture of isomers.

18 (withdrawn): A process for preparing a compound of claim 1, said process comprising:

- (a) reacting a compound of Formula 2 with a compound of Formula 7:



wherein Q is halo; R^1 is NHPH substituted with halo-substituted C_{1-4} alkoxy; R^2 is H or C_{1-4} alkyl; and R^3 is phenyl substituted with a member selected from the group consisting of $-\text{C}(\text{O})\text{OR}^8$, $-\text{C}(\text{O})\text{R}^9$, $-\text{C}(\text{O})\text{NR}^8\text{R}^9$, $-\text{C}(\text{O})\text{NR}^8(\text{CH}_2)_{1-4}\text{R}^9$ and $-\text{C}(\text{O})\text{NR}^8(\text{CH}_2)_{1-4}\text{NR}^8\text{R}^8$, wherein

R^8 is H or C_{1-6} alkyl; and R^9 is hydroxyl, C_{4-5} heterocycloalkyl or C_6 cycloalkyl; wherein R^9 is optionally substituted with a member selected from the group consisting of hydroxyl, heterocycloalkyl, hydroxyl- C_{1-6} alkyl and $-C(O)NR^8R^8$;

(b) optionally converting a compound of the invention into a pharmaceutically acceptable salt;

(c) optionally converting a salt form of a compound of the invention to a non-salt form;

(d) optionally converting an unoxidized form of a compound of the invention into a pharmaceutically acceptable N-oxide;

(e) optionally converting an N-oxide form of a compound of the invention to its unoxidized form; and

(f) optionally resolving an individual isomer of a compound of the invention from a mixture of isomers.

19 (previously presented): The method of claim 12, wherein the leukemia is selected from chronic myeloid leukemia and acute lymphoblastic leukemia.

20. (new): The compound of claim 1, wherein the compound is selected from the group consisting of:

